

Exhibit D-3

[Delta Air Lines Letterhead]

DRAFT

April ___, 2004

M. Michele Burns
Executive Vice President
and Chief Financial Officer

Dear Michele:

As you know, Delta's current pass policy requires that, in order to qualify for positive space travel in retirement, an officer must retire at age 65 with 5 years service, or between the ages of 52 and 64 with 10 or more years service. As of January 2004, you have completed 5 years of active service with Delta, and you have been credited with 18 years of pension credit. In recognition of your exemplary service with Delta during the most turbulent time in commercial aviation history, I am pleased to inform you that your years of pension credit will apply toward meeting the requirement for retiree positive space travel. In addition, the age requirement will be waived on your behalf. Consequently, you will qualify for retiree positive space travel upon your upcoming separation from Delta.

Under Delta's retiree positive space travel policy, Delta will provide positive space travel benefits to you, your spouse or domestic partner and your dependent children or those of your spouse or domestic partner. You will be entitled to the following:

- Unlimited positive space travel for you, your spouse or domestic partner and your dependent children (or those of your spouse or domestic partner). All travel privileges shall be governed by all rules and procedures applicable to nonrevenue travel benefits at the time the travel benefits are used.
- Travel privileges may be used for pleasure, vacation, or personal emergency, but may not be used for any type of business or professional activity. Any violation of the rules governing nonrevenue travel may result in the suspension or termination of all travel privileges.
- Your spouse or domestic partner and dependent children (or those of your spouse or domestic partner) may travel unaccompanied on a positive space basis.
- No service charge will apply to positive space travel.
- Positive space travel will be treated as imputed income and you will be responsible for any resulting income tax.

I appreciate your efforts on behalf of Delta and I wish you the best of luck in your future endeavors.

Sincerely,